

Shelton Brothers Inc.
P.O. Box 406
205 Ware Rd.
Belchertown, MA 01007

May 14, 2008

Mr. David Smith
General Manager
Tri-Valley Beverage, Inc.
Route 233
Westmoreland, NY 13490

Re: Consent to Transfer of Distribution Rights

Dear Mr. Smith,

This letter will serve to confirm the consent and approval of Shelton Brothers Inc. (“Supplier”) to the transfer of the distribution rights held by A Beer Lovers Paradise (“BLP”) to Tri-Valley Beverage inc. (“Tri-Valley”).

Supplier hereby agrees to appoint Tri-Valley as its distributor of the Brands in the Territory effective as of the date of the closing of the transfer of the distribution rights (the “Closing”) from BLP to Tri-Valley. Tri-Valley shall give Supplier prompt notice of the Closing.

Very truly yours,

By: _____
Name:
Title:

Exhibit A - Brands

All Shelton Brothers Brands

Exhibit B - Territory

The Distributor has the exclusive right to sell and distribute the Products in the following counties in the State of New York:

Oneida, Madison, Herkimer, Chenango, Otsego, Hamilton, Lewis, St. Lawrence, Franklin, Clinton, Essex, Delaware, Montgomery, Fulton, Warren, Saratoga, Schenectady, Albany, Greene, Columbia, Rensselaer, Washington, Schoharie